

The Board of Directors
Allergan plc,
Clonshaugh Business & Technology Park,
Coolock,
Dublin 17

16 September 2019

Dear Sirs and Madames,

Recommended acquisition of Allergan plc by AbbVie Inc. (the “Acquisition”)

We refer to the Proxy Statement (the “Proxy Statement”) and the Allergan plc profit forecast and management incentivisation arrangement document (the “Document”), each relating to the proposed transaction of Allergan plc and AbbVie Inc., copies of which are attached to this letter for purposes of identification.

The Proxy Statement includes a copy of the opinion letter dated June 24, 2019, delivered by J.P. Morgan Securities LLC (“J.P. Morgan”) for the benefit of the Board of Directors of Allergan plc (the “Opinion”), as well as certain references to J.P. Morgan and the Opinion.

J.P. Morgan hereby gives its consent to the issue of the Proxy Statement with the inclusion therein of the Opinion and references to J.P. Morgan’s name and the Opinion in the form and context in which they appear.

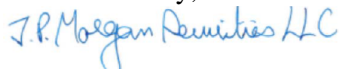
The Document includes a copy of the report concerning the profit forecast and confirmation concerning the management incentivisation arrangement for the benefit of the Board of Directors of Allergan Plc (“the Report”), as well as certain references to J.P. Morgan and the Report.

J.P. Morgan hereby gives its consent to the issue of the Document with inclusion therein of the Report and references for J.P. Morgan’s name and the Report in the form and context in which they appear.

Our consents are given for the purpose of complying with Rule 24.2(f) and Rule 25.1 (b) of the Irish Takeover Panel Act of 1997, Takeover Rules, 2013, and for no other purpose.

The letter is for your information only and should not be relied upon by any other person.

Yours faithfully,



For and on behalf of
J.P. Morgan Securities LLC